

III. Application for Change in Ownership

1. General Information:

A. Date:

B. Application for:

_____ Transfer of Control or

_____ Assignment of Franchise Permit

2. Identification of Transferor/Assignor.

A. Date system was acquired or (for systems constructed by the Transferor/Assignor) the date on which service was provided to the first subscriber in the franchise area:

B. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to Transferee/Assignee:

C. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise, permit or ordinance as required to be provided to the City when requesting its approval of the type of transaction that is the subject of this application:

3. Transferor/Assignor:

Indicate the name, mailing address, and telephone number of the Transferor/Assignor. Legal name of Transferor/Assignor (if an individual, list last name first):

A. Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing or marketing information, or other information not otherwise publicly available, may be redacted).

B. Does the contract submitted in response to (a) above embody the full and complete agreement between the Transferor/Assignor and the Transferee/Assignee? If no, explain in an Exhibit.

4. Transferee/Assignee:

- A.
 - (1) Indicate the name, mailing address, and telephone number of the Transferee/Assignee or legal name, residential address, and telephone number of Transferee/Assignee if an individual; list last name first).
 - (2) Indicate the name, mailing address, and telephone number of person to contact, if other than Transferee/Assignee.
 - (3) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who would be contacted, if any.
 - (4) Indicate the address where the system's records will be maintained. (Except where public inspection of files must be maintained as a matter of law).
 - B. Indicate on an attached exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.
5. Transferee's/Assignee's Legal Qualifications:
- A. Transferee/Assignee is (type of legal entity):
 - (1) Jurisdiction of incorporation/formation:
 - (2) Date of incorporation/formation:
 - (3) For profit or not-for-profit:
 - (4) Name and address of resident agent and registered office in Michigan:
 - B. List the following items for the Transferee/Assignee, and, if the Transferee/Assignee is not a natural person, each of its officers, directors, and stockholders beneficially holding more than 5% of the outstanding voting shares, or managers and general partners, limited partners, and/or members holding an equity interest of more than 5%:
 - (1) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of Applicant that it holds.) List Applicant first, officers or managers next, then directors and, thereafter, remaining stockholders and/or members or partners.

- (2) Citizenship.
 - (3) Relationship to the Transferee/Assignee (e.g., officer, director, etc.).
 - (4) Number of shares or nature of partnership interest.
 - (5) Number of votes.
 - (6) Percentage of votes.
- C. If Applicant is a corporation, a limited liability company, or a partnership, is the Transferee/Assignee formed under the laws of, or duly qualified to transact business in, the State of Michigan or all other jurisdictions in which the system operates?
- If the answer is No, explain in an Exhibit.
- D. Has the Transferee/Assignee had any interest in or in connection with an application which has been dismissed or denied by any franchise authority?
- E. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the Transferee/Assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authorization (including telecommunications permits or franchises) to provide telecommunications or video programming services; mass media-related antitrust or unfair competition; fraudulent statements to a governmental unit; or employment discrimination?
- F. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 5(B) (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?
- G. Do documents, instruments, agreements or understandings for the pledge of stock of the Transferee/Assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with Applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to

federal, state, or local law or pursuant to the terms of the franchise, permit, or ordinance will be obtained?

7. Transferee's/Assignee's Financial Qualifications:

- A. The Transferee/Assignee certifies that it has sufficient net liquid assets on hand or available from the committed resources to consummate the transaction and operate the facilities for three months.
- B. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principles, including a balance sheet and income statement for at least one full year, for the Transferee/Assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law.

8. Transferee's/Assignee's Technical Qualifications:

Set forth in an Exhibit a narrative account of the Transferee's/Assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management and operations. The Transferee/Assignee may, but need not, list a representative sample of telecommunications systems currently or formerly owned or operated.

9. Certifications:

A. Transferor/Assignor

All the statements made in the application and attached exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

B. Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The Transferee/Assignee certifies that it/he/she:

- (1) Has a current copy of the FCC's Rules.
- (2) Has a current copy of the Public Way Use Permit that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (3) Will use its best efforts to comply with the terms of the franchise or Permit and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation of the system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

TRANSFEROR/ASSIGNOR NAME OF ENTITY

Date_____

By:

Title_____

TRANSFEE/ASSIGNEE NAME OF ENTITY

Date_____

By:

Title_____
